

Richard B. Hull

BY-LAWS of the NATIONAL ASSOCIATION OF BROADCASTERS

(as Amended August 12, 1947)

ARTICLE I

NAME

The name of this Association shall be the National Association of Broadcasters.

ARTICLE II

OBJECT

The object of this Association shall be to foster and promote the development of the art of broadcasting; to protect its members in every lawful and proper manner from injustices and unjust exactions; to do all things necessary and proper to encourage and promote customs and practices which will strengthen and maintain the broadcasting industry to the end that it may best serve the public.

ARTICLE III

MEMBERSHIP

Section 1. CLASSES OF MEMBERSHIP. The members of this Association shall consist of two classes, active and associate.

A. ACTIVE DEFINITION. Any individual, firm or corporation which is engaged in the operation of a broadcasting station or which holds a construction permit for such a station within the United States or its dependencies shall, subject to the approval of the Board of Directors as hereinafter provided, be eligible to active membership in the Association to the extent of one membership for each station which it operates; provided, where an individual, firm or corporation operates two or more stations he or it shall be ineligible for membership for the lesser station or stations with respect to dues classification, as hereafter provided, unless the larger station or stations with respect to dues classification is in membership.

Whenever active membership is in the name of a firm or corporation, such firm or corporation

shall certify to the Secretary-Treasurer of the Association the name of an owner, partner, an officer, or an executive whose time is devoted principally to the broadcasting business of such firm or corporation and such individual may represent, vote and act for the member.

Each active member shall be entitled to one vote for each active membership and shall be entitled to participate in all affairs of the Association.

B. ASSOCIATE DEFINITION. Any individual, firm or corporation engaged in any business or profession connected with broadcasting but not such as to come within the requirements for active membership shall, subject to the approval of the Board of Directors, be eligible to associate membership in the Association. An associate member shall not be entitled to any vote except as a member of a committee to which he has been duly appointed.

Section 2. DURATION. Membership in the Association shall be effective from the date of the application, subject to approval by the Board of Directors. Membership shall continue in full force and effect until notice in writing of resignation has been received and accepted.

Provided, however, that any member who for a period of three months has failed to pay the dues incident to his membership for which proper billing has been made by the Secretary-Treasurer, shall be dropped from membership. For good and sufficient cause the Secretary-Treasurer may extend the period of delinquency for one additional month.

Section 3. LOSS OF MEMBERSHIP. Any member may be suspended for any act which, in the judgment of the Board of Directors, constitutes a willful violation or breach of any of the terms of the charter or By-laws of this Association

by the affirmative two-thirds vote of the entire Board of Directors by secret ballot at a regular or special meeting; provided, however, that no such vote shall be taken until such member shall have been advised in writing by registered mail of the charges preferred against him at least fifteen days before such vote by the Board of Directors. Such statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which such matter will be considered and the member or his or its representative shall have the right to appear before the Board of Directors and be heard in answer to the charges before final action shall be taken.

Section 4. CONVENTION AND MEETINGS.

A. ANNUAL. An annual convention of the Association may be held each year at a time and place to be determined by the Board of Directors. At the same time or such other time as the Board of Directors may determine an annual meeting of the membership shall be held for the transaction of any business which may properly and legally be presented. Written notice of such convention and/or meeting shall be sent to each member at least thirty days prior thereto.

In the event such annual meeting shall not have been held by December First of any year the Secretary-Treasurer shall designate an annual meeting to be held at the principal office of the Association between the dates of December Sixteenth and Twenty-Third of such year.

B. SPECIAL. Special meetings of the members may be called by the Board of Directors.

Upon written request of one hundred active members of the Association, setting forth a specific subject or subjects to be discussed at such special meeting, the Board of Directors shall call such a meeting to consider such specific subject or subjects.

Notice of any special meeting shall be mailed to each member at his last recorded address at least fifteen days in advance (with a statement of time and place and information where herein required of the subject or subjects to be considered).

C. QUORUM. At any duly called meeting twenty per cent of the active members shall constitute a quorum for the purpose of transacting such business as may come before the meeting. If less than a quorum is present a majority of the active members present may adjourn the meeting from time to time until a quorum is present. No member shall be entitled to be represented at any meeting by proxy.

ARTICLE IV

DISTRICTS

The United States and its dependencies shall be divided into seventeen districts numbered one through seventeen. "Odd" districts shall be all odd numbered districts; "even" districts shall be all even numbered districts. The Board of Directors shall, by resolution designate the states and dependencies or parts of them to compose each of the seventeen districts and the Board of Directors may, by resolution, change such designations from time to time.

ARTICLE V

DUES

Section 1. ACTIVE MEMBERS. Each active member shall pay dues based on net receipts from the sale of time received by the member during the previous calendar year or such portion thereof as any member station has been in active operation. Net receipts from the sale of time are defined as billings based on gross rate for broadcasting service, less time, frequency and volume discounts and advertising agency commissions, if any, and including net billings to the networks, provided, an active member operating a standard broadcast station and an associated FM station in the same community shall pay dues based upon the combined net receipts from the sale of time from both stations.

Section 2. CLASSIFICATION FOR DETERMINING DUES. For the purpose of determining dues the stations shall be classified as to range of income as follows:

<i>Class</i>	<i>Range of Income</i>	
A	\$	0—\$ 25,000
B		25,001— 50,000
C		50,001— 75,000
D		75,001— 100,000
E		100,001— 125,000
F		125,001— 150,000
G		150,001— 175,000
H		175,001— 200,000
I		200,001— 250,000
J		250,001— 300,000
K		300,001— 350,000
L		350,001— 400,000
M		400,001— 450,000
N		450,001— 500,000
O		500,001— 600,000
P		600,001— 700,000
Q		700,001— 800,000

<i>Class</i>	<i>Range of Income</i>
R	800,001— 900,000
S	900,001— 1,000,000
T	1,000,001— 1,250,000
U	1,250,001— 1,500,000
V	1,500,001— 1,750,000
W	1,750,001— 2,000,000
X	2,000,001— 2,500,000
Y	2,500,001— 3,000,000
Z	Over— 3,000,000

Section 3. **CERTIFICATION OF INCOME.** Annually on the call of the Secretary-Treasurer of the Association each active member shall certify to him its class based upon its volume but not disclosing its actual volume in accordance with Sections 1 and 2 above. The information contained in any individual certification shall not be disclosed to any person other than the President, Vice President and Secretary-Treasurer. In the event an active member is unable to determine its class at such time it shall continue to pay dues based upon its previous classification until it can certify its class based upon its income of the past year, at which time the dues payable on such last certified class shall be retroactive to the beginning of the calendar year.

Section 4. **AMOUNT OF DUES—ACTIVE MEMBERS.** The Board of Directors shall determine each year the dues applicable to each of the classifications set forth in Section 2 above. The schedule of dues so adopted shall be mailed to each active member at least thirty days prior to the beginning of the calendar year to which the schedule is applicable. Dues shall be paid in advance annually, semi-annually, quarterly or monthly.

Section 5. **AMOUNT OF DUES—ASSOCIATE MEMBERS.** The Board of Directors shall determine the dues for associate memberships or various classifications thereof. Notice of the amount of such dues shall be mailed to each associate member coming within such classification at least thirty days prior to the expiration of his or its membership year. Such dues shall be paid annually in advance.

ARTICLE VI

DIRECTORS

Section 1. **GENERAL POWER.** The Board of Directors shall determine the policies of the Association and shall direct its officers to do all things necessary to carry out its policies. The

Board of Directors shall have power to take title to real and personal property in the name of the Association and to execute mortgages or trust deeds on such property to secure payment of the same and to borrow money in behalf of the Association.

The Board of Directors by a two-thirds vote of members shall elect a President and Secretary-Treasurer upon such terms and conditions as it may deem proper.

The Board of Directors shall have the power to enact, amend and promulgate Standards of Practice or Codes and to establish such methods to secure observance thereof as it may deem advisable.

Section 2. **CLASSIFICATION, NUMBER AND ELECTION.** No person shall be qualified to serve as a Director of this Association unless he is an active member or the duly certified representative of an active member. The number of directors is hereby fixed at thirty.

A. **DISTRICT DIRECTORS.** There shall be one director elected from each of the seventeen districts. Directors from "even" districts shall be elected in even numbered years and from "odd" districts in odd numbered years. All such directors shall be nominated and elected in the following manner: At least sixty days prior to the expiration of any District Director's term of office such District Director shall fix a time and place for a meeting of all active members having their main studios or places of business in such district. The Secretary-Treasurer shall be notified and immediately upon receipt of such notification shall cause to be mailed to the accredited representative of each active member in good standing in such districts a nominating petition and a certified list of all persons eligible to be nominated as District Director in each district respectively. Each representative of an active member shall be entitled to place in nomination for District Director one person whose name appears upon such certified list. The representative shall sign his name to the nominating form and return it to the firm of Certified Public Accountants designated by the Board of Directors within fifteen days of the date of the original mailing, and the names of those nominated in each district shall be certified to the Secretary-Treasurer. The Secretary-Treasurer shall, not later than thirty days before the date set for the meeting, as hereinbefore provided, mail to the representative of each active member in good standing in such dis-

trict a list of the names of all persons nominated for District Director in that district. At the meeting hereinbefore provided for, the names of all persons nominated by petition shall be announced and posted. Additional nominations may be made from the floor. A majority vote of the members in attendance at the meeting shall be required to elect a District Director. If no nominee shall receive a majority of the votes cast on the first ballot, a second ballot shall be taken on the two nominees receiving the highest number of votes on said first ballot. In event of a tie vote, additional ballots shall be taken to break the tie unless settled by other means by consent of the nominees.

B. DIRECTORS-AT-LARGE. There shall be ten Directors-at-Large, two from large stations, two from medium stations, two from small stations and one each from FM stations in Class B, FM stations in Class A, television stations and facsimile stations, provided, that the directorships-at-large from these classifications shall be filled when there are at least twenty-five active members in such classifications respectively.

As used hereinafter the term "large stations" shall be deemed to include all standard broadcast stations in Class 1-A and Class 1-B and in Class 2 above 5,000 watts power. The term "medium stations" shall be deemed to include standard broadcast stations in Class 2 above 250 watts power and up to and including 5,000 watts power and all standard broadcast stations in Class 3-A and 3-B. The term "small stations" shall be deemed to include all standard broadcast stations in Class 2 of 250 watts power and all standard broadcast stations in Class 4.

Except during 1947, at which time Directors-at-Large shall be nominated and elected at the 1947 NAB convention, Directors-at-Large shall be nominated and elected in accordance with the following procedure: Ninety days prior to the date set by the Board of Directors for the annual membership meeting the Secretary-Treasurer shall cause to be mailed to the accredited representative of each active member in good standing a nominating form, together with a certified list of all persons eligible to be nominated as Directors-at-Large in the classification or classifications to which such member belongs. With respect to Directors-at-Large for large, medium and small stations, each representative shall be entitled to write in the space designated on said form the names of two persons in his classification from among the names appearing on the certified list. With respect to nomina-

tions for Directors-at-Large for FM Class B, FM Class A, television and facsimile stations respectively, each such representative shall be entitled to write in the space designated on said form the name of one person in his classification from among the names appearing on the certified list.

The representative shall sign his name to the nominating form and return it to the firm of certified public accountants designated by the Board of Directors within fifteen days from the date of the original mailing of such form. Such returned forms shall be canvassed and the names of all persons receiving five or more nominations in any classification shall be deemed nominated and shall be certified for inclusion on the final ballot; provided, that no person shall stand for election in more than one classification and if nominated in more than one classification, the firm of certified public accountants shall notify him of that fact and he shall within five days elect the nomination he will accept and give written notice of such election to the firm of certified public accountants; provided further, that in event less than four persons are nominated in each of the classifications of large, medium and small stations and two persons in each of the classifications of FM Class B, FM Class A, television and facsimile stations, the District Director members of the Board of Directors shall constitute a nominating committee for the purpose of making such additional nominations by mail in such classification or classifications so that there shall be at least four nominations in each of the large, medium and small Directors-at-Large classifications, and two nominees in each of the FM Class B, FM Class A, television and facsimile Directors-at-Large classifications.

Within ten days after nominations in all classifications have been completed, the firm of certified public accountants designated by the Board shall mail to the accredited representative of each active member in good standing, in each classification, a ballot containing the names of the nominees in his classification. All ballots shall be returnable to the firm of certified public accountants designated by the Board of Directors within fifteen days from the date of their original mailing. Such returned ballots shall be canvassed and the results of election certified to the Secretary-Treasurer by the firm of certified public accountants hereinbefore mentioned.

Section 3. TERM OF OFFICE. All Directors-at-Large shall assume office at the first meeting of the Board of Directors following the annual

meeting of the membership held after their election and shall hold office until the close of the next succeeding annual meeting.

District Directors shall assume office at the first meeting of the Board of Directors following the annual meeting of the membership held after their election and shall hold office until the close of the second annual meeting after assuming office.

Section 4. MEETINGS. The Board of Directors shall meet at least three times a year, one of which meetings shall be held immediately following the annual meeting. The President may, when he deems necessary or at the request in writing of seven members of the Board, setting forth a specific subject or subjects to be discussed at such special meeting, the Secretary-Treasurer shall issue a call for a special meeting of the Board, and only five days notice shall be required for such special meetings.

Section 5. QUORUM. A majority of the Board of Directors shall constitute a quorum for the election of officers and all other purposes unless herein otherwise provided. In the absence of the President the members may choose a chairman for the meeting.

Section 6. VACANCIES. Vacancies that may occur on the Board of Directors by reason of death, resignation or any other cause shall be filled by the Board for the unexpired term.

ARTICLE VII

OFFICERS

Section 1. PRESIDENT. It shall be the duty of the President to execute faithfully the policies of the Board of Directors and to assist the Board of Directors at all times in the determination of policies.

The President shall be responsible for the management of the affairs of the Association including, but not limited to, the employment, direction and supervision of the officers and employees of the Association except as provided in Article VI, Section 1.

The President shall present a report to the Board of Directors each year not earlier than October first nor later than November fifteenth on the progress of the Association's work in the current calendar year to date and expenditures to date to carry out that program together with his estimate of expenditures to carry on the program for the remainder of the calendar year. He shall at the same time present, for approval of the Board

of Directors, his estimate of budget requirements for the program of the Association for the ensuing calendar year.

The President, by virtue of his office, unless otherwise serving as a director, shall become a member of the Board of Directors upon his election as President, to serve during his term of office. The President shall preside at all meetings of the Association and of the Board of Directors; and he shall name the members of all standing and special committees from the members or any employee of any member and prescribe their duties. He shall be a member ex-officio, with right to vote on all committees. He shall be entitled to make and execute for and on behalf of this Association, contracts for employment for a period not to exceed one year.

Section 2. EXECUTIVE VICE PRESIDENT. The Executive Vice President shall be appointed by the President and shall hold office subject to his will. He shall be directly responsible to the President and under the President's direction and in his absence shall perform the functions pertinent to the office of President.

Section 3. SECRETARY-TREASURER. The Secretary-Treasurer shall act under the supervision of the President and shall perform such duties as may be required of him by the By-Laws.

As Secretary he shall keep all records of the Association, give notice of all committee meetings, meetings of the Association and of the Board of Directors and shall keep a record of their proceedings, maintain a current list of all members of the Association, and act as Secretary of all committees. In the event he is unable to attend the meeting of any such committee he shall delegate an alternate to act for him. He shall prepare and submit to the President an annual report covering the functions of the office.

As Treasurer he shall collect all dues or monies due the Association, deposit them in a depository approved by the Board of Directors and shall make disbursements authorized by the Board of Directors and approved by the President; he shall prepare and make a monthly report of all receipts and disbursements for the President; and shall cause to be made by a certified public accountant at the expiration of each calendar year an audit of the Association and promptly to submit such audit to the Board of Directors; and shall attend to all other matters properly coming under the office of Treasurer.

Section 4. BOND. Any person entrusted with the handling of funds or property of the Association shall furnish at the expense of the Association a fidelity bond approved by the Board in such sum as the Board shall prescribe.

ARTICLE VIII

DISTRICT AND STATE DIVISIONS

Section 1. BOARD SHALL ENCOURAGE. The Board of Directors shall encourage the organization of State Associations.

ARTICLE IX

MISCELLANEOUS

Section 1. The term "broadcasting" as used herein is defined as the free dissemination to and reception by the general public, by means of electro-magnetic waves, of intelligence and entertainment appealing either to the aural or visual senses, or both.

Section 2. By application for or acceptance of membership in the Association every member shall be deemed to have waived and does thereby waive for himself or itself, his, or its successors or assigns, in case of his or its loss or suspension of membership for any reason from the Association as hereinbefore provided, all further rights and privileges of membership of any nature whatsoever and all claims, if any, of every nature and description to any fees, dues or charges paid to the Association and to any and all claims for damages for or because of such suspension.

ARTICLE X

OFFICES

Section 1. CORPORATE OFFICE. The principal corporate office of the Association, as required by law, shall be located at 7 West Tenth Street, in the City of Wilmington, County of New Castle, in the State of Delaware, or at such other place or places as the Board of Directors shall from time to time designate, in accordance with the provisions of law.

Section 2. EXECUTIVE OFFICE. The Executive Office of the Association shall be located in the City of Washington, District of Columbia. The Association may have such other offices as the Board of Directors may determine from time to time.

ARTICLE XI

SEAL

Section 1. The Association shall have a seal of such design as the Board of Directors may adopt.

ARTICLE XII

AMENDMENTS

Section 1. The By-Laws of the National Association of Broadcasters may be amended, repealed or altered in whole or in part by a majority referendum vote submitted by the Board of Directors to the qualified voting membership in such manner as the Board may prescribe; provided, upon petition signed by not less than five (5) per centum of the active membership of the Association proposing amendment of the By-Laws filed with the Secretary-Treasurer at least thirty (30) days prior to any meeting of the Board of Directors, the Board shall at such meeting provide for the submission of such proposals in accordance with the provisions of this Section.

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